

**TRAILER TRAIN
COMPANY**

101 NORTH WACKER DRIVE · CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE: (312) 884-3821

T. D. MARION
DIRECTOR-EQUIPMENT FINANCING
AND ASSISTANT TREASURER

December 8, 1987

DEC 17 1987-3 03 AM

Honorable Noreta R. McGee
Secretary
Interstate Commerce Commission
12th & Constitutional Avenue, N.W.
Room 2215
Washington, DC 20423

No. 7-351A044
Date DEC 17 1987
Fee \$10.00

INTERSTATE COMMERCE COMMISSION
FEDERAL EXPRESS

ICC OFFICE OF
THE SECRETARY
RECEIVED
DEC 17 3 03 PM '87
MAIL OPERATING UNIT

Dear Ms. McGee:

ICC Washington, D. C.

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Manufacturing Agreement Supplement No. 1
dated as of December 4, 1987, a secondary
document supplementing the Manufacturing
Agreement dated as of June 16, 1987.

Parties to this transaction are as follows:

Trailer Train Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Thrall Car Manufacturing Company (Manufacturer)
26th and State Street
Chicago, Illinois 60411

The general description of the equipment is as follows:

Type	AAR Mechanical Designation	No. of Units	Marked*	Numbered	Contract
Center partitioned bulk-head flatcars	FC	100	TTZX	86707-86806	T-5A87-T

* All units will have marked on each side the following legend,
"Ownership Subject to a Security Agreement Filed with the
Interstate Commerce Commission".

Honorable Noreta R. McGee
December 8, 1987
Page Two

Enclosed is our check in the amount of \$10.00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 1 being recorded are as follows:

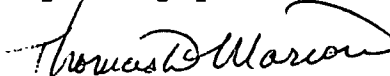
- (1) Manufacturing Agreement dated June 16, 1987,
recorded on June 22, 1987, at 12:45 p.m.,
recordation number 15250.

A short summary of this Manufacturing Agreement Supplement No. 1 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 1
dated December 4, 1987, covering center par-
titioned bulkhead flatcars numbered 86707-86806."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to the undersigned by mail.

Very truly yours,



Thomas D. Marion
Director - Equipment Financing
and Assistant Treasurer

TDM:kbb

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Thomas D. Marion
101 North Wacker Drive
Chicago, IL 60606

Dear DSir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/17/87 at 3:05PM, and assigned recordation number(s). 15250-A

Sincerely yours,

Norita R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

DEC 17 1987 - 3 12 AM

MANUFACTURING AGREEMENT SUPPLEMENT #1, dated as of December 4, 1987, between THRALL CAR MANUFACTURING COMPANY (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of June 16, 1987, which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, The parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

THRALL CAR MANUFACTURING COMPANY

By: George S. Mahally
Vice President

(Corporate Seal)

ATTESTATION:

R. J. Lohr
Assistant Secretary

TRAILER TRAIN COMPANY

By: R. J. Lohr
Vice President and Treasurer

(Corporate Seal)

ATTESTATION:

A. J. Walsh
Secretary

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 7th day of Dec 1987, before me personally appeared G. S. McNally, to me personally known, who, being by me duly sworn, says that he is a Vice President of THRALL CAR MANUFACTURING COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


(NOTARIAL SEAL)

Notary Public

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXP. APR. 9, 1990
ISSUED THRU ILL. NOTARY ASSOC.

On this 4th day of December 1987, before me personally appeared R. E. Zimmerman, to me personally known, who, being by me duly sworn, says that he is the Vice President and Treasurer of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

(NOTARIAL SEAL)

"OFFICIAL SEAL"
John G. Rainsford
Notary Public, State of Illinois
My Commission Expires 10/1/90

ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #1

THRALL CAR MANUFACTURING COMPANY
(Manufacturer)

TRAILER TRAIN COMPANY
(Company)

Item 1:

<u>Type</u>	<u>Qty.</u>	<u>Company Car Numbers (Inclusive)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month(s) of Delivery</u>	<u>Spec. (Contract Number)</u>
TTZX	100	86707-86806	\$ 42,200	\$4,220,000	Dec.'87-Jan.'88	T-5A87-T

Item 2: March 31, 1988 .

Item 3: To be determined

Item 4: 26th and State Street
Chicago Heights, IL 60411

- * Built in accordance with Trailer Train Company specification number 68-43-011586, revised April 17, 1987, and specification number 68-43-091586 dated September 15, 1986, and Thrall specification number FMC-100-73-0467.